



MANFORCE GROUP

BERHAD

Company Registration No. 201701014455 (Company No. 1228620-V)
(Incorporated in Malaysia)

The Company had earlier issued its Notice of the Third Annual General Meeting ("3rd AGM"), which was initially scheduled to be held at the iSpace, Plaza VADS, Maple Room, Level 9, No.1, Jalan Tun Mohd Fuad, Taman Tun Dr Ismail, 60000 Kuala Lumpur on Friday, 27th March, 2020 at 10.00 a.m. However, due to the Coronavirus Disease (Covid-19) pandemic and the extension of the Movement Control Order ("MCO") period in Malaysia, the 3rd AGM could not be held as scheduled.

NOTICE OF POSTPONED THIRD ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the postponed Third Annual General Meeting ("Postponed 3rd AGM") of Manforce Group Berhad ("the Company") will be conducted entirely through live streaming from the Broadcast Venue at the office of the Company, No. 13-02 Jalan PJU 5/20E, Pusat Perdagangan Kota Damansara PJU5, Kota Damansara, 47810 Petaling Jaya, Selangor on Saturday, 27 June 2020 at 10.00 a.m., for the following purposes :-

AGENDA

AS ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 30th September, 2019 together with the Reports of the Directors and Auditors thereon. (Please refer Note 1)
- To approve the payment of Directors' meeting allowances up to an amount of RM16,000.00 for the period from 1 April 2020 until the next Annual General Meeting of the Company. (Ordinary Resolution 1) (Please refer Note 2)
- To approve the payment of Directors' Fees for an amount of up to RM350,000.00 payable to the Directors of the Company on a monthly basis for the period from 1 October 2019 until the next Annual General Meeting of the Company. (Ordinary Resolution 2) (Please refer Note 3)
- To re-elect DATO' WONG BOON MING, the retiring Director, who retires by rotation and being eligible, offers himself for re-election in accordance with Clause 100.1 of the Company's Constitution. (Ordinary Resolution 3) (Please refer Note 4)
- To re-appoint MESSRS BAKER TILLY MONTEIRO HENG PLT as Auditors of the Company for the financial year ending 30th September, 2020 and to authorize the Directors to deliberate on the Auditors' remuneration. (Ordinary Resolution 4) (Please refer Note 5)

AS SPECIAL BUSINESS

To consider and if thought fit, to pass with or without modifications, the following resolution:-

- Authority to Issue Share Under Sections 75 and 76 of the Companies Act, 2016.
"THAT subject always to the Companies Act, 2016, the Constitution of the Company, the LEAP Market Listing Requirements of Bursa Malaysia Securities Berhad and approvals of the relevant government and/or regulatory authorities, where such approval is required, the Directors be and are hereby authorized, pursuant to Sections 75 and 76 of the Companies Act, 2016, to allot and issue shares in the Company at any time until the conclusion of the next Annual General Meeting of the Company to such persons and upon such terms and conditions for such purposes as the Directors may, in their absolute discretion, deem fit, PROVIDED THAT that the aggregate number of shares to be issued pursuant to this resolution must not exceed one hundred percent (100%) of the total number of issued shares for the time being of the Company, of which the aggregate number of shares issued other than on pro rata basis to existing shareholders must not more than fifty percent (50%) of the total number of issued shares for the time being of the Company AND THAT the Directors are also authorised and empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares to be issued." (Ordinary Resolution 5) (Please refer to Note 14)
- To transact any other ordinary business of which due notice has been given in accordance with the Companies Act, 2016 and Constitution of the Company.

BY ORDER OF THE BOARD

TED SOON MEI
(SSM PC 201908000235) [MAICSA 7018590]
LEE SIEW LING
(SSM PC 201908000379) [LS 0010310]
Company Secretaries

Kuala Lumpur
Dated: 29th May, 2020

Notes to the Notice of the Postponed 3rd AGM-

- Item 1 of the Agenda
This item is for discussion only as the provision of Section 340(1)(a) of the Companies Act, 2016 in Malaysia requires that audited financial statements and the Reports of the Directors and Auditors thereon be laid before the Company at its Annual General Meeting. As such, this Agenda item is not a business which requires a resolution to be put to the vote by shareholders.

- Item 2 of the Agenda
Pursuant to Section 230(1) of the Companies Act provides that the fees of the directors and any benefits payable to the directors of a listed company shall be approved at a general meeting.
The shareholders at the last Annual General Meeting held on 28 March 2019 has approved the Directors' benefit up to an amount of RM20,000.00 for the period from 28 March 2019 until the conclusion of the Postponed 3rd AGM. The actual paid payment for Directors' Benefits, which only comprised the meeting allowances payable to Tengku Faizwa Binti Tengku Razif, the Chairman, Independent Non-Executive Directors of the Company was RM10,000.00.

The proposed Directors' meeting allowances for the Non-Executive Directors of the Company for the period from 1 April 2020 until the conclusion of the next Annual General Meeting of the Company are estimated not to exceed RM16,000.00. The calculation is based on the estimated number of scheduled Board Meetings and on assumption that Non-Executive Directors of the Company will remain in office until next Annual General Meeting. This resolution is to facilitate payment of the board meeting allowances for financial year 2020/2021. The Board will seek shareholders' approval at the next Annual General Meeting in the event that the Directors' allowances proposed are insufficient.

In determining the estimated amount of meeting allowances payable to the Directors, the Board considered various factors including the number of scheduled meetings for the Board of Directors and general meetings of the Company as well as the number of Directors involved in these meetings.

- Item 3 of the Agenda
Pursuant to Section 230(1) of the Companies Act 2016 provides that the fees of the directors and any benefits payable to the directors including any compensation of loss of employment of a director/former director of a public company or a listed company and its subsidiary shall be approved at a general meeting. The fees structure of the Directors of the Company is as per Monthly fixed fee for their duties as Director.

The shareholders at the last Annual General Meeting held on 28 March 2019 has approved the Directors' fees up to an amount of RM160,000.00 for the financial year ended 30 September 2019. The actual paid payment for Directors' Fee for the financial year ended 30 September 2019 was RM50,000.00.

Meanwhile, the Company is seeking the shareholders' approval for the payment of Directors' Fees payable to the Directors of the Company on a monthly basis in arrears after each month of completed service of the Directors for the period from 1 October 2019 until the next Annual General Meeting of the Company under Ordinary Resolution 2. This Resolution is to facilitate payment of Directors Fees for the financial year 2019 to 2021.

The proposed Directors' Fees of RM350,000.00 are derived based on the estimated duration of 18 months from 1 October 2019 until the date of the next Annual General Meeting of the Company, on assumption that all the Directors of the Company will remain in office until the next Annual General Meeting held in 2021.

In the event that the proposed Directors' Fees are insufficient due to the enlarged Board size, the Company will seek shareholders' approval at the next Annual General Meeting of the Company for additional Directors' Fees to meet the shortfall.

- Item 4 of the Agenda
Clause 100.1 of the Company's Constitution provides that one-third (1/3) of the Directors, for the time being, or, if their number is not three (3) or a multiple of three (3), then the number nearest to 1/3 shall retire by rotation at an Annual General Meeting of the Company. All the Directors shall retire from the office at least one in a three (3) years but shall be eligible for re-election.

Dato' Wong Boon Ming, the Director who is standing for re-election in accordance to clause 100.1 of the Company's Constitution is seeking for the shareholders' approval for re-election at the forthcoming the Postponed 3rd AGM. Upon obtained approval for the Ordinary Resolution 3 of the agenda of the Postponed 3rd AGM, Dato' Wong Boon Ming will be re-elected and serve on the Board as the Director of the Company.

- Items 5 of the Agenda
Pursuant to Section 271(3)(b) of the Act, shareholders shall appoint Auditors who shall hold office until the conclusion of the next Annual General Meeting in year 2021. The current Auditors, Messrs Baker Tilly Monteiro Heng PLT has expressed their willingness to continue in office. The Board of Directors of the Company has considered the re-appointment of Messrs Baker Tilly Monteiro Heng PLT as Auditors of the Company and recommends the re-appointment of Messrs Baker Tilly Monteiro Heng PLT as external Auditors of the Company to hold office until the conclusion of next Annual General Meeting.

Proxy

- A member of the Company who is entitled to attend, speak and vote at the Postponed 3rd AGM may appoint a proxy to attend, speak and vote on his[her] behalf. A proxy may but need not be a member of the Company, and a member may appoint any person to be his proxy without limitation.
- A member of the Company shall be entitled to appoint more than one (1) proxy to attend, speak and vote at the same meeting.
- Where a member of the Company is an authorized nominee as defined under the Securities Industry (Central Depository) Act, 1991 ["SICDA"], he/she may appoint one (1) proxy in respect of each security account it holds with ordinary shares of the Company standing to the credit of the said security account.
- Where a member of the Company is an exempt authorised nominee holding ordinary shares in the Company for multiple beneficial owners in one (1) securities account ["omnibus account"], there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.

An exempt authorised nominee refers to an authorised nominee defined under the SICDA who is exempted from compliance with the provisions of subsection 25A(1) of SICDA.

- The instrument appointing a proxy shall be in writing by the appointer or an attorney duly authorised in writing or, if the appointer is a corporation, whether under its seal or by an officer or attorney duly authorised.
- The instrument appointing either a proxy, a power of attorney or other authorities, where it is signed or certified by a notary as a true copy shall be deposited at the Poll Administrator Office at 54B Damai Complex, Jalan Lumut, 50400 Kuala Lumpur, Malaysia or email to 3rdagm@manforce.net not less than 48 hours before the time appointed for holding the meeting or at any adjournment thereof, and in default the instrument of proxy shall not be treated as valid.
- In respect of deposited securities, only members whose names appear in the Record of Depositors on 22 June, 2020 ("General Meeting Record of Depositors") shall be eligible to attend, speak and vote at the Postponed 3rd AGM.
- Any alteration in the form of proxy must be initiated.

Explanatory Notes to Special Business

- Item 6 of the Agenda
Ordinary Resolution 5 is proposed to grant a renewed general mandate ["General Mandate"], which if passed, will empower the Directors of the Company, pursuant to Section 76 of the Companies Act, 2016 and subject to Rule 5.04 of the LEAP Market Listing Requirements of Bursa Malaysia Securities Berhad to issue and allot new shares in the Company from time to time provided that the aggregate number of shares issued pursuant to the General Mandate must not exceed one hundred percent (100%) of the total number of issued shares for the time being of the Company, of which the aggregate number of shares issued other than on pro rata basis to existing shareholders must not more than fifty percent (50%) of the total number of issued shares for the time being of the Company as the Directors may consider such an act to be in the interest of the Company. The General Mandate, unless revoked or varied by the Company in a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company, or during the expiration of the period within which the next Annual General Meeting is required by law to be held, whichever is earlier.

As of the date of this Notice, no new shares in the Company were issued pursuant to the General Mandate granted to the Directors of the Company held on 28 March, 2019 and which will lapse at the conclusion of the Postponed 3rd AGM.

The General Mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to, further placing of shares, for the purpose of funding future investment project(s), working capital, acquisitions and/or such other purposes as the Directors may deem fit, without having to convene a general meeting.

Additional Notes :-

The Form of Proxy for the Postponed 3rd AGM SUPERSEDES the Form of Proxy for the earlier scheduled 3rd AGM that was circulated on 26 February 2020, which is no longer applicable.

- If you have submitted the Form of Proxy circulated on 26 February 2020, you will still need to submit the Form of Proxy for the Postponed 3rd AGM to appoint your proxy(ies). Should you wish to personally participate at the Postponed 3rd AGM remotely, please register electronically via <https://www.manforce.net/investor-relations.html> by the registration cut-off date and time.
- Please refer to the Administrative Guide on the Conduct of a Fully Virtual General Meeting at <https://www.manforce.net/investor-relations.html> for further details.

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Postponed 3rd AGM and/or any adjournment thereof, the member of the Company accepts and agrees to the personal data privacy terms set out in the Notice of the Postponed 3rd AGM dated 29 May 2020.

MANFORCE GROUP BERHAD (“MGB” or “the Company”)
Registration No. 201701014455 (1228620-V)
(Incorporated in Malaysia)

NOTIFICATION OF POSTPONEMENT OF THE THIRD ANNUAL GENERAL MEETING

Dear Shareholders,

We refer to our earlier Notice of the Third Annual General Meeting (“**3rd AGM**”) dated 26 February 2020. In view of the Government of Malaysia (“**the Government**”) extending the Movement Control Order (“**MCO**”)/Conditional Movement Control Order (“**CMCO**”) until 9 June 2020, Manforce Group Berhad (“**MGB**” or “**the Company**”) had on 17 March 2020 announced the postponement of the 3rd AGM to a later date.

The Board of Directors (“**Board**”) of the Company wishes to inform the members that the 3rd AGM of the Company, which was initially scheduled to be held at The iSpace, Plaza VADS, Maple Room, Level 9, No.1, Jalan Tun Mohd Fuad, Taman Tun Dr Ismail, 60000 Kuala Lumpur on Friday, 27th March, 2020 at 10.00 a.m., has been postponed to be conducted fully virtual at the Broadcast Venue and via Remote Participation & Voting as follows:

Date of Meeting:	Saturday, 27 June 2020
Time of Meeting:	10.00 a.m.
Broadcast Venue:	The Company’s Office No. 13-02, Jalan PJU 5/20E, Pusat Perdagangan Kata Damansara PJU 5, Kota Damansara 47810 Petaling Jaya, Selangor

Do take note that the postponement of the 3rd AGM of the Company is carried out in the manner as guided by the Securities Commission Malaysia’s Guidance and FAQs on the Conduct of General Meetings for Listed Issuers dated 18 April 2020 which was revised on 14 May 2020 (“SC Guidance”), including any amendments that may be made from time to time.

The members or proxy holders of the Company WILL NOT BE ALLOWED to attend the postponed 3rd AGM in person onsite at the Broadcast Venue on the day of the Annual General Meeting (“AGM”) and instead be allowed to attend virtually live by using the facilities provided by our technology partner, V-Cube Malaysia Sdn Bhd (V-Cube). Members can register their attendance to attend the postponed 3rd AGM remotely via <http://www.manforce.net/investor-relations.html> not later than 25 June 2020 at 10.00 a.m.

The following documents are available at the Company’s website at <http://www.manforce.net/investor-relations.html>

1. Notice of the postponed 3rd AGM and the revised Proxy Form
2. Notification to Shareholders and Administrative Guide
3. Audited Financial Statements of the Company for the financial year ended 30 September 2019 together with the Reports of the Directors and Auditors
4. Additional Information accompanying the Audited Financial Statements for the financial year ended 30 September 2019

You may contact our investor relation at +603 6142 2222 or email to 3rdagm@manforce.net to request for a copy of the printed reports (Items no. 3 and 4 above).

Should you require assistance with the above matter, kindly contact our investor relation at +603-6142 2222 or email to 3rdagm@manforce.net

In order to enhance the efficiency of the proceedings of the postponed 3rd AGM, members may post your questions in advance and submit them to the Board of Directors via email address: 3rdagm@manforce.net not later than 25 June 2020, 10.00 a.m.. The Board will endeavor to address the questions received at the postponed 3rd AGM.

The proceedings of the said 3rd AGM will be webcasted live and members will be able to watch and ask questions online. A procedure of attending the virtual AGM is set out in the Administrative Guide enclosed with this notification.

We regret for any inconveniences caused due to the postponement of the 3rd AGM and the potential delay on the postal service due to the CMCO which may cause a delay in receiving the same.

We thank you for your continued support.

BY ORDER OF THE BOARD

CHIN KOK WENG
Executive Director

Kuala Lumpur
Dated: 29 May 2020

MANFORCE GROUP BERHAD (“MGB” or “the Company”)
Registration No. 201701014455 (1228620-V)
(Incorporated in Malaysia)

ADMINISTRATIVE GUIDE
FOR THE SHAREHOLDERS OF MANFORCE GROUP BERHAD

Dear Shareholders,

RE: POSTPONEMENT OF THIRD ANNUAL GENERAL MEETING (3rd AGM) OF MANFORCE GROUP BERHAD (“MGB” OR “THE COMPANY”)

REGISTRATION PROCESS (3 level security)

- 1 Members and vested parties who wish to attend **MGB** postponed 3rd AGM are required to register at <https://www.manforce.net/investor-relations.html> (“Virtual 3rd AGM Registration”) by cut-off date 25 June 2020 at 10.00 a.m. to enable the Company to verify your status. (*1st level security authentication*).
- 2 Please provide your Name or Company Name, CDS account number, mobile contact number and a valid email address in order to be verified to gain admission to the postponed 3rd AGM.
- 3 Following the verification, authenticated parties (members and proxy holders) will receive an email from V-Cube containing your **Member Entry (ME) ID** (*2nd level security authentication*) and instructions to be used to enter the postponed 3rd AGM at the date and time specified. Do not worry about missing the postponed 3rd AGM as V-Cube employ the latest **Secure Push Technology** and curated your very own **Unique Security (US) Link** which will be sent to you in the evening prior to the postponed 3rd AGM date. (*3rd level security authentication*) Please check your inbox or spam-box on the night before the said AGM.
- 4 The **ME ID** sent earlier is your verified Login ID to sign into the postponed 3rd AGM.
- 5 You must not forward **ME ID** or **US Link** to any other persons. This will be in breach of terms of usage. This is also to avoid any technical disruptions to your personalized usage. Such mis-usage will void your vote and you may be prosecuted under the PDPA Act 2010. The link is trackable and will be erased after the postponed 3rd AGM has concluded.
- 6 Vested parties who register by the cut-off date but do not receive an email response on 26 June 2020 at 10.00 a.m., may contact us for assistance at Poll Administrator’s Hotline 016-2911385 via WhatsApp (from 9.00 a.m. to 5.00 p.m.) or at email address: 3rdagm@manforce.net.
- 7 Members are required to submit their original proxy forms, on or before 25 June 2020, 10.00 a.m. to:-
MANFORCE GROUP BERHAD’s Poll Administrator
54B, Jalan Lumut, Damai Complex,
50400 Kuala Lumpur.
- 8 **Browser:** You will need a browser that is HTML5-compatible (e.g. Microsoft Edge, Chrome, Fire fox) and a stable WIFI or LAN connection to participate in the postponed 3rd AGM which is device agnostic.

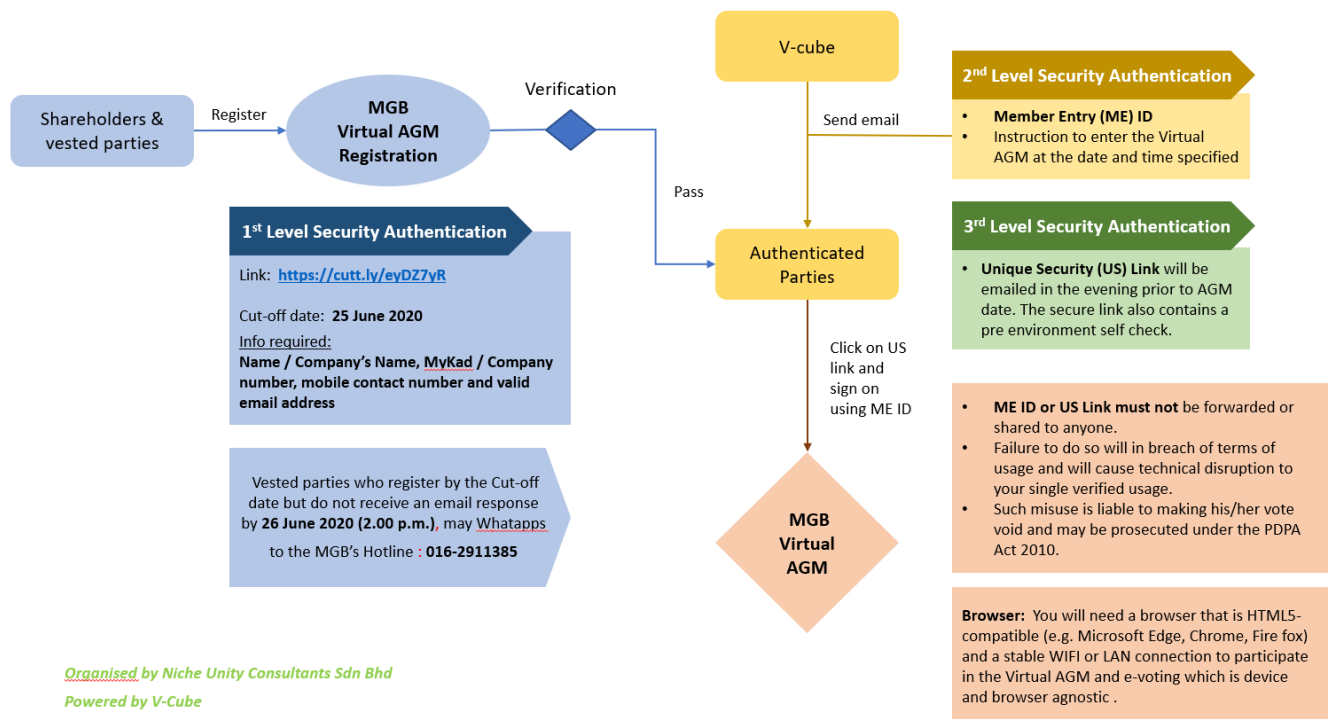
A pre environment test is attached with the **US**. For best user experience, you are strongly advised to join via a laptop or computer to engage fully in the proceedings and interactively download important information presented during the postponed 3rd AGM.

MANFORCE GROUP BERHAD (“MGB” or “the Company”)
Registration No. 201701014455 (1228620-V)
(Incorporated in Malaysia)

Important Notes

- i) We will **verify your information** submitted to ensure your qualification to attend the postponed 3rd AGM after 22 June 2020.
- ii) After you have been verified by the Company, **you will receive an email from V-Cube containing your ME** for the purpose of entering the postponed 3rd AGM at the specified date.
- iii) Your **US** will be sent on the night before the postponed 3rd AGM. All you have to do is to click on it and enter your **ME** to attend the AGM on the event day.
- iv) A communication box channel will be enabled prior to the tabling of each Resolution before voting. This is to enable you to communicate and post your question which will be vetted for relevancy before being responded by the Chairman or the Board.
- v) All postponed 3rd AGM user data analytics are recorded for compliance.

FLOW CHART FOR VIRTUAL AGM



MANFORCE GROUP BERHAD (“MGB” or “the Company”)
Registration No. 201701014455 (1228620-V)
(Incorporated in Malaysia)

POST REGISTRATION:

1. If you do not receive an email acknowledgement after your registration by 26 June 2020 at 10.00 a.m., it means your pre-registration is not successful. Please check your spam/junk email folder or try again.
2. Please contact us at email address: 3rdagm@manforce.net, or alternatively WhatsApp to the Poll Administrator’s Hotline 016-2911385 (from 9.00 a.m. to 5.00 p.m.), if you have any urgent questions.

E-VOTING PROCEDURES:

1. Click on the **US Link before the virtual AGM starts** and enter your **ME ID** correctly. Entering a wrong **ME ID** will make your vote void.
2. During the first session of the postponed 3rd AGM, the Chairman or Board will answer questions pertaining to each resolution within a certain time period. After due questions and responses, the Chairman with the coordinated assistance of V-Cube authorized staff will then open the voting polling box for each resolution.
3. Members and/or proxy holders must submit the e-vote during the live polling session for each Resolution through clicking the box 1: FOR and 2: AGAINST.
4. A fixed time for voting is allocated for each resolution depending on the Chairman’s decision.
5. A member is allowed to vote either by Proxy Form or online during this postponed 3rd AGM.
6. The member or proxy holder is only allowed to vote once. In the event that the member or proxy holder voted twice, only the first vote is valid.
7. Once e-voting is completed for all the resolutions by polling, the postponed 3rd AGM will be adjourned for the next session. A fresh new **US Link** will be sent to all members who attended the first session.
8. During the adjournment period, the voting data in CSV format will be downloaded and checked for compliance and validation against the Register of Depositors.
9. The Chairman will provide details of the e-voting results and overall results in the second session of the postponed 3rd AGM.

Note:

- (A) Approved parties who keyed in a wrong **ME ID** will have their votes made void.
- (B) Aside from members, proxy holders who are allowed to join the postponed 3rd AGM, can participate in the questions and responses.
- (C) All e-voting data in raw and cleanse form are archived for compliance purpose.
- (D) Kindly check MGB website: <http://www.manforce.net/investor-relations.html> for any further updates.

We would like to thank all parties for your understanding and co-operation in conducting the postponed 3rd AGM amidst the COVID-19 pandemic. Stay Safe.

Have an awesome Virtual AGM powered by Vcube.

MANFORCE GROUP BERHAD
(Registration No. 201701014455 (Company No. 1228620-V))
(Incorporated in Malaysia)

Proxy Form

Number of Shares Held	
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CDS Account No.	
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*I/We _____ NRIC No. _____
(Full Name in Capital Letters)

of _____
(Full Address)

with email _____ Mobile phone number _____

being a *Member/Members of MANFORCE GROUP BERHAD, do hereby appoint(s):-

Full Name (in Block)	NRIC/Passport No.	Proportion of shareholding	
		No of shares	%
Address			
Email Address			
Mobile Phone No.			

and/or

Full Name (in Block)	NRIC/Passport No.	Proportion of shareholding	
		No of shares	%
Address			
Email Address			
Mobile Phone No.			

or failing whom, the CHAIRMAN of the General Meeting as *my/our first proxy to vote for *me/us on *my/our behalf at the Postponed Third Annual General Meeting (“Postponed 3rd AGM”) to be conducted entirely through live streaming from the Broadcast Venue at the office of the Company, No. 13-02 Jalan PJU 5/20E, Pusat Perdagangan Kota Damansara PJU5, Kota Damansara, 47810 Petaling Jaya, Selangor on Saturday, 27 June 2020 at 10.00 a.m., and at any adjournment thereof.

*My/our *proxy/proxies shall vote as follows :-

Please indicate with an “X” in the space provided below how you wish your votes to be casted. If no specific direction as to voting is given, the *proxy/proxies will vote or abstain for voting at his(her) discretion.

No	Agenda			
1	To receive the Audited Financial Statements for the financial year ended 30 September, 2019 together with the Reports of the Directors and Auditors thereon.			
		Resolution	For	Against
2	To approve the payment of Directors’ allowances up to an amount of RM16,000.00 for the period from 1 April 2020 until the next Annual General Meeting of the Company.	1		
3	To approve the payment of Directors’ Fees for an amount of up to RM350,000.00 payable to the Directors of the Company on a monthly basis for the period from 1 October 2019 until the next Annual General Meeting of the Company.	2		
4	To re-elect DATO’ WONG BOON MING, the retiring Director, who retires by rotation and being eligible, offers himself for re-election in accordance with Clause 100.1 of the Company’s Constitution.	3		
5	To re-appoint MESSRS BAKER TILLY MONTEIRO HENG PLT as Auditors of the Company for the financial year ending 30th September, 2020 and to authorize the Directors to deliberate on the Auditors’ remuneration.	4		
	Special Business			
6	Authority to Issue Share Under Sections 75 and 76 of the Companies Act, 2016.	5		

*Strike out whichever not applicable.

As witness my/our hand this _____ day of _____

Signature of Member/Common Seal

NOTES :-

Notes to the Notice of the Postponed 3rd AGM:-

1. *A member of the Company who is entitled to attend, speak and vote at the Postponed 3rd AGM may appoint a proxy to attend, speak and vote on his(her) behalf. A proxy may but need not be a member of the Company, and a member may appoint any person to be his proxy without limitation.*
2. *A member of the Company shall be entitled to appoint more than one (1) proxy to attend, speak and vote at the same meeting.*
3. *Where a member of the Company is an authorized nominee as defined under the Securities Industry (Central Depository) Act, 1991 ("SICDA"), he/she may appoint one (1) proxy in respect of each security account it holds with ordinary shares of the Company standing to the credit of the said security account.*
4. *Where a member of the Company is an exempt authorised nominee holding ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.*

An exempt authorised nominee refers to an authorised nominee defined under the SICDA who is exempted from compliance with the provisions of subsection 25A(1) of SICDA.

5. *The instrument appointing a proxy shall be in writing by the appointer or an attorney duly authorised in writing or, if the appointer is a corporation, whether under its seal or by an officer or attorney duly authorised.*
6. *The instrument appointing either a proxy, a representative, a power of attorney or other authorities, where it is signed or certified by a notary as a true copy shall be deposited at the Poll Administrator 54B Jalan Lumut, Damai Complex 50400 Kuala Lumpur, or email to 3rdagm@manforce.net not less than 48 hours before the time appointed for holding the meeting or at any adjournment thereof, and in default the instrument of proxy shall not be treated as valid.*
7. *In respect of deposited securities, only members whose names appear in the Record of Depositors on 22 June, 2020 ("General Meeting Record of Depositors") shall be eligible to attend, speak and vote at the Postponed 3rd AGM.*
9. *Any alteration in the form of proxy must be initialed.*

Additional Notes :-

The Form of Proxy for the Postponed 3rd AGM SUPERSEDES the Form of Proxy for the earlier scheduled 3rd AGM that was circulated on 26 February 2020, which is no longer applicable.

- (a) If you have submitted the Form of Proxy circulated on 26 February 2020, you will still need to submit the Form of Proxy for the Postponed 3rd AGM to appoint your proxy(ies). Should you wish to personally participate at the Postponed 3rd AGM remotely, please register electronically via <https://www.manforce.net/investor-relations.html> by the registration cut-off date and time.
- (b) Please refer to the Administrative Guide on the Conduct of a Fully Virtual General Meeting at <https://www.manforce.net/investor-relations.html> for further details.

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Postponed 3rd AGM and/or any adjournment thereof, the member of the Company accepts and agrees to the personal data privacy terms set out in the Notice of the Postponed 3rd AGM dated 29 May 2020.

Then fold here

AFFIX
STAMP

The Poll Administrator
MANFORCE GROUP BERHAD
[201701014455 (Company No. 1228620-V)]
54B Jalan Lumut, Damai Complex
50400 Kuala Lumpur